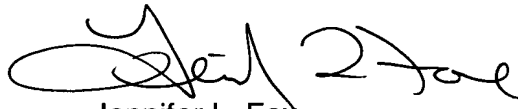


**REMARKS**

Currently claims 1-60 are pending. Claims 36-38 and 60 have been cancelled. The claims have been amended to place them in form appropriate to US practice, and to reduce the filing fee by removing multiple dependency. Applicants have attached an abstract on a separate sheet of paper as required by US practice. Applicants have amended the specification for purposes of adding the priority information.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Jennifer L. Fox', written over a horizontal line.

Jennifer L. Fox  
Agent for Applicant  
Registration No. 52,218

Date: 1 Sept 04  
GlaxoSmithKline  
Corporate Intellectual Property  
Five Moore Drive  
P.O. Box 13398  
Research Triangle Park, NC 27709-3398  
Phone: 919-483-6334  
Facsimile: 919-483-7988

## ABSTRACT

Benzimidazole derivatives, which are useful as TIE-2 and/or VEGFR-2 inhibitors are described herein. The described invention also includes methods of making such benzimidazole derivatives as well as methods of using the same in the treatment of hyperproliferative diseases.